

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	Chapter 11
YOUFIT HEALTH CLUBS, LLC, <i>et al.</i> , <sup>1</sup>	Case No. 20-12841 (MFW)
Debtors.	(Jointly Administered)
	Objection Deadline: July 13, 2021 at 4:00 p.m. (ET) Hearing Date: August 3, 2021 at 10:30 a.m. (ET)

**COVER SHEET FOR COMBINED SECOND INTERIM APPLICATION AND FINAL  
APPLICATION OF GREENBERG TRAURIG, LLP, COUNSEL TO THE DEBTORS, FOR  
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM  
NOVEMBER 9, 2020 THROUGH JUNE 30, 2021**

Name of Applicant:	Greenberg Traurig, LLP
Authorized to Provide Professional Services to:	YouFit Health Clubs, LLC, <i>et al.</i>
Date of Retention:	December 4, 2020 <i>nunc pro tunc</i> to November 9, 2020
Period for Which Compensation and Reimbursement sought	March 1, 2021 through June 30, 2021 (Second Interim Period) November 9, 2020 through June 30, 2021 (Final Application Period)
Total compensation sought this period	\$481,469.00 (Second Interim Period) \$2,352,911.50 (Final Application Period) (this amount reflects a previously agreed reduction of \$1,020.50) <sup>2</sup>
Total expense reimbursement sought this period:	\$1,037.58 (Second Interim Period) \$15,930.54 (Final Application Period)

<sup>1</sup> The last four digits of YouFit Health Clubs, LLC's tax identification number are 6607. Due to the large number of debtor entities in these chapter 11 cases, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the claims and noticing agent at [www.donlinrecano.com/yfhc](http://www.donlinrecano.com/yfhc). The mailing address for the debtor entities for purposes of these chapter 11 cases is: 1350 E. Newport Center Dr., Suite 110, Deerfield Beach, FL 33442.

<sup>2</sup> Docket No. 738 ¶¶ 3-4.

Total compensation allowed by interim order to date:	\$1,871,442.50
Total expenses allowed by interim order to date:	\$14,892.96
Total allowed compensation paid to date:	\$2,090,440.50 <sup>3</sup>
Total allowed expenses paid to date:	\$15,630.85
Blended rate in this application for all attorneys:	\$834.26 (Second Interim Period) \$776.31 (Final Application Period)
Blended rate in this application for all timekeepers:	\$826.56 (Second Interim Period) \$764.36 (Final Application Period)
Compensation sought in this application already paid pursuant to a monthly compensation order but not yet allowed:	\$218,998.00
Expenses sought in this application already paid pursuant to a monthly compensation order but not yet allowed:	\$737.89
Number of professionals included in this application:	Second Interim Period: 11 Final Application Period: 30
If applicable, number of professionals in this application not included in staffing plan approved by client:	N/A
If applicable, difference between fees budgeted and compensation sought for this period:	\$131,849 more than budgeted (Second Interim Period) \$87,208.50 less than budgeted (Final Application Period) <sup>4</sup>
Number of professionals billing fewer than 15 hours to the case during this period:	5 (Second Interim Period) 14 (Final Application Period)
Are any rates higher than those approved and disclosed at retention? If yes, calculate and disclose the total compensation sought in this application using the rates originally disclosed in the retention application.	Yes; Greenberg Traurig, LLP adjusts its hourly rates on January 1 of each year. The rates for Greenberg Traurig, LLP timekeepers in 2020 and 2021 are each reflected in the charts below.

<sup>3</sup> Paid compensation includes application of a retainer in the amount of \$389,327 that Greenberg Traurig held on the Petition Date pursuant to the terms of the order [Docket No. 226] approving Greenberg Traurig's retention.

<sup>4</sup> Greenberg Traurig was \$218,037 under budget during the first interim period.

This is a(n): \_\_\_\_ Monthly                      X   Interim                      X   Final Application

Greenberg Traurig, LLP estimates that it will incur \$30,000.00 in estimated fees in connection with the final preparation and presentation of this application, and those of the Debtors' other professionals, as well as other wind down and case closing matters. Greenberg Traurig, LLP will file a supplement in respect of these fees prior to the hearing on this Application.

**SUMMARY OF MONTHLY FEE APPLICATIONS**  
**FOR THE SECOND INTERIM PERIOD**  
**MARCH 1, 2021 THROUGH JUNE 30, 2021**  
**AND THE FINAL PERIOD JUNE 20, 2020 THROUGH DECEMBER 11, 2020**

<b>Application</b>	<b>Fees Requested</b>	<b>Expenses Requested</b>	<b>Fees Approved</b>	<b>Expenses Approved</b>	<b>Total Owed</b>
First Monthly 11/9/20 – 11/30/20 Docket No. 529, Filed 12/18/20  Certificate of No Objection ("CNO"): Docket No. 600, Filed 1/5/21	\$376,738.50	\$7,996.93	\$301,390.80	\$7,996.93	\$0.00
Second Monthly 12/1/20 – 12/31/20 Docket No. 681, Filed 1/25/21  CNO: Docket No. 738, Filed 2/9/21	\$695,300.50	\$3,407.09	\$555,424.00 <sup>5</sup>	\$3,407.09	\$0.00
Third Monthly 1/1/21 – 1/31/21 Docket No. 767, Filed 2/22/21  CNO: Docket No. 812, Filed 3/11/21	\$478,075.50	\$3,387.54	\$382,460.40	\$3,387.54	\$0.00
Fourth Monthly 2/1/21 – 2/28/21 Docket No. 831, Filed 3/22/21  CNO: Docket No. 852, Filed 4/6/21	\$322,348.50	\$101.40	\$257,878.80	\$101.40	\$0.00

<sup>5</sup> As referenced in footnote 2, this amount reflects a voluntarily reduction in the amount of \$1,020.50.

<b>Application</b>	<b>Fees Requested</b>	<b>Expenses Requested</b>	<b>Fees Approved</b>	<b>Expenses Approved</b>	<b>Total Owed</b>
<b>First Interim</b> <b>11/9/20 – 2/28/21</b> <b>Docket No. 873,</b> <b>Filed 4/23/21</b>  <b>Order Docket No.</b> <b>923, Entered</b> <b>5/25/21</b>	<b>\$1,871,442.50</b>	<b>\$14,892.96</b>	<b>\$1,871,442.50</b>	<b>\$14,892.96</b>	<b>\$0.00</b>
Fifth Monthly 3/1/21 – 3/31/21 Docket No. 885, Filed 4/30/21  CNO: Docket No. 908, Filed 5/17/21	\$125,450.00	\$554.96	\$100,360.00	\$554.96	\$25,090.00
Sixth Monthly 4/1/21 – 4/30/21 Docket No. 943, Filed 6/11/21  CNO: Docket No. 986, Filed 6/28/21	\$148,297.50	\$182.93	\$118,638.00	\$182.93	\$29,659.50
Seventh Monthly 5/1/21 – 5/31/21	\$156,410.50	\$71.30	N/A	N/A	\$156,481.80
Eighth Monthly 6/1/21 – 6/30/21	\$51,311.00	\$228.39	N/A	N/A	\$51,539.39
<b>TOTALS:</b>	<b>\$2,352,911.50</b>	<b>15,930.54</b>	<b>\$2,090,440.50</b>	<b>\$15,630.85</b>	<b>\$262,770.69</b>

**COMPENSATION BY INDIVIDUAL**  
**SECOND INTERIM PERIOD**  
**MARCH 1, 2021 THROUGH JUNE 30, 2021**

<b>Name of Professional Person</b>	<b>Position of the Applicant; Date of Bar Admission; Area of Expertise</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
<b>Shareholders:</b>				
Scott E. Fink	Shareholder; Member of New York Bar since 2001; Area of expertise: Tax.	\$1,000.00	4.90	\$4,900.00
Eric J. Howe	Shareholder; Member of Minnesota Bar since 2013, Member of Illinois Bar since 2007; Area of expertise: Bankruptcy.	\$980.00	156.00	\$152,880.00
Dennis A. Meloro	Shareholder; Member of Delaware Bar since 2003; Area of expertise: Bankruptcy.	\$1,195.00	49.10	\$58,674.50
Nancy A. Peterman	Shareholder; Member of Illinois Bar since 1991, Member of New York Bar since 2012; Area of expertise: Bankruptcy.	\$1,300.00	27.50	\$35,750.00
David B. Weinstein	Shareholder; Member of Massachusetts Bar since 1987, Member of New York Bar since 2016; Area of expertise: Litigation.	\$890.00	3.80	\$3,382.00

<b>Name of Professional Person</b>	<b>Position of the Applicant; Date of Bar Admission; Area of Expertise</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Kenneth N. Zuckerbrot	Shareholder; Member of New York Bar since 1968; Area of expertise: Tax.	\$1,600.00	5.50	\$8,800.00
<b>Associates:</b>				
Nicholas E. Ballen	Associate; Member of Illinois Bar since 2015; Area of expertise: Bankruptcy.	\$690.00	223.70	\$154,353.00
Danny Duerdoth	Associate; Member of Illinois Bar since 2016; Area of expertise: Bankruptcy.	\$600.00	33.60	\$20,160.00
Shira Peleg	Associate; Member of New York Bar since 2014, Member of New Jersey Bar since 2012; Area of expertise: Tax.	\$870.00	5.40	\$4,698.00
Patrick Wu	Associate; Member of Texas Bar since 2020, Member of Georgia Bar since 2021; Area of expertise: Bankruptcy.	\$545.00	64.10	\$34,934.50
<b>Paralegals:</b>				
Wendy Cathers	Paralegal; Joined the firm in 2019.	\$330.00	8.90	\$2,937.00
<b>Total:</b>			<b>582.50</b>	<b>\$481,469.00</b>
<b>Blended Rate:</b>				<b>\$826.56</b>

**COMPENSATION BY PROJECT CATEGORY**  
**SECOND INTERIM PERIOD**  
**MARCH 1, 2021 THROUGH JUNE 30, 2021**

<b>Task Code</b>	<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
B800.803	Business Operations	1.00	\$1,300.00
B800.804	Case Administration	81.70	\$75,611.00
B800.805	Claims Administration & Objections	138.50	\$106,722.50
B800.807	Stay Relief	9.80	\$6,612.50
B800.809	Financing Matters & Cash Collateral	7.90	\$6,698.00
B800.810	Litigation Matters	4.70	\$4,264.00
B800.812	Plan & Disclosure Statement	152.80	\$135,481.50
B800.813	Fee/Employment Applications	71.60	\$46,337.50
B800.824	Preparation/Review Reports	6.00	\$5,021.50
B800.831	Creditors' Committee – General	0.70	\$541.00
B800.832	Creditor Inquiries	12.50	\$9,656.00
B800.833	Court Hearings	18.80	\$16,732.50
B800.834	General Corporate Matters	0.40	\$392.00
B800.835	Leases and Executory Contracts	38.50	\$31,338.00
B800.837	Utility Matters	14.00	\$10,355.00
B800.838	Sale of Property	9.00	\$9,044.00
B800.845	Tax Matters	14.60	\$15,362.00
<b>Total:</b>		<b>582.50</b>	<b>\$481,469.00</b>



**EXPENSE SUMMARY**  
**SECOND INTERIM PERIOD**  
**MARCH 1, 2021 THROUGH JUNE 30, 2021**

<b>Expense Category</b>	<b>Service Provider (if applicable)</b>	<b>Total Expenses</b>
Filing Fees	Michael A. Staab	\$188.00
Off-site Printing and Copying Charges	Reliable Copy Service Inc.	\$71.30
Service Company Charges	Reliable Copy Service Inc.	\$169.50
Transcript Charges	Reliable Copy Service Inc.	\$172.60
Information and Research	LexisNexis	\$436.18
<b>Total Disbursements:</b>		<b>\$1,037.58</b>

**COMPENSATION BY INDIVIDUAL**  
**FINAL APPLICATION PERIOD**  
**NOVEMBER 9, 2020 THROUGH JUNE 30, 2021**

<b>Name of Professional Person</b>	<b>Position of the Applicant; Date of Bar Admission; Area of Expertise</b>	<b>Hourly Billing Rate (2020)</b>	<b>Hourly Billing Rate (2021)</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
<b>Shareholders:</b>					
Avi Benayoun	Shareholder; Member of Florida Bar since 1998; Area of expertise: Litigation.	\$620.00	\$645.00	38.00	\$23,795.00
Gregory Daddario	Shareholder; Member of New York Bar since 2008, Member of Massachusetts Bar since 2016; Area of expertise: Corporate.	\$795.00	\$825.00	55.70	\$45,700.50
Scott E. Fink	Shareholder; Member of New York Bar since 2001; Area of expertise: Tax.	N/A	\$1,000.00	4.90	\$4,900.00
Dana Hooper	Shareholder; Member of Arizona Bar since 2005; Area of expertise: Litigation.	\$585.00	N/A	5.10	\$2,983.50
Eric J. Howe	Shareholder; Member of Minnesota Bar since 2013, Member of Illinois Bar since 2007; Area of expertise: Bankruptcy.	\$840.00	\$980.00	683.10	\$629,118.00
Marvin A. Kirsner	Shareholder; Member of Florida Bar since 1981; Area of expertise: Tax.	N/A	\$1,030.00	3.40	\$3,502.00

<b>Name of Professional Person</b>	<b>Position of the Applicant; Date of Bar Admission; Area of Expertise</b>	<b>Hourly Billing Rate (2020)</b>	<b>Hourly Billing Rate (2021)</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Bruce I. March	Shareholder; Member of Florida Bar since 1993, Member of New York Bar since 1988; Area of expertise: Corporate.	\$1,100.00	\$1,200.00	10.60	\$12,100.00
Daniel D. McCawley	Shareholder; Member of Florida Bar since 1998, Member of District of Columbia Bar since 2000; Area of expertise: Real Estate.	\$790.00	N/A	12.70	\$10,033.00
Dennis A. Meloro	Shareholder; Member of Delaware Bar since 2003; Area of expertise: Bankruptcy.	\$1,100.00	\$1,195.00	205.70	\$235,409.00
Nancy A. Peterman	Shareholder; Member of Illinois Bar since 1991, Member of New York Bar since 2012; Area of expertise: Bankruptcy.	\$1,150.00	\$1,300.00	155.30	\$189,155.00
David B. Weinstein	Shareholder; Member of Massachusetts Bar since 1987, Member of New York Bar since 2016; Area of expertise: Litigation.	N/A	\$890.00	13.00	\$11,570.00

<b>Name of Professional Person</b>	<b>Position of the Applicant; Date of Bar Admission; Area of Expertise</b>	<b>Hourly Billing Rate (2020)</b>	<b>Hourly Billing Rate (2021)</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Jeffrey M. Wolf	Shareholder; Member of Massachusetts Bar since 1987, Member of New York Bar since 2016; Area of expertise: Bankruptcy.	\$995.00	\$1,050.00	84.10	\$86,160.00
Thomas L. Woodman	Shareholder; Member of Ohio Bar since 1982, Member of Texas Bar since 1985; Area of expertise: Litigation.	\$1,055.00	\$1,110.00	28.90	\$31,347.50
Kenneth N. Zuckerbrot	Shareholder; Member of New York Bar since 1968; Area of expertise: Tax.	N/A	\$1,600.00	5.50	\$8,800.00
<b>Associates:</b>					
Jillian M. Askren	Associate; Member of the Florida Bar since 2015, Member of the Virginia Bar since 2015; Area of expertise: Litigation.	N/A	\$410.00	3.30	\$1,353.00
Nicholas E. Ballen	Associate; Member of Illinois Bar since 2015; Area of expertise: Bankruptcy.	\$550.00	\$690.00	578.00	\$369,364.00
Zachary O. Bazara	Associate; Member of Texas Bar since 2011; Area of expertise: Real Estate.	\$475.00	N/A	5.20	\$2,470.00

<b>Name of Professional Person</b>	<b>Position of the Applicant; Date of Bar Admission; Area of Expertise</b>	<b>Hourly Billing Rate (2020)</b>	<b>Hourly Billing Rate (2021)</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Julie Blackmore	Associate; Member of Florida Bar since 2014; Area of expertise: Corporate.	\$455.00	N/A	5.80	\$2,639.00
Samuel Bookhardt	Associate; Member of Florida Bar since 2016; Area of expertise: Litigation.	\$400.00	\$430.00	33.10	\$13,462.00
Danny Duerdoth	Associate; Member of Illinois Bar since 2016; Area of expertise: Bankruptcy.	\$435.00	\$600.00	223.00	\$115,798.50
Sara Hoffman	Associate; Member of the New York Bar since 2014; Area of expertise: Bankruptcy.	\$860.00	\$900.00	196.60	\$172,232.00
Matthew Hoxsie	Associate; Member of Arizona Bar since 2019; Area of expertise: Litigation.	\$315.00	N/A	8.50	\$2,677.50
Peter D. Kieselbach	Associate; Member of the Minnesota Bar since 2015; Area of expertise: Bankruptcy.	\$615.00	\$750.00	179.00	\$118,968.00
Steven M. Levick	Associate; Member of New York Bar since 2016, Member of the Florida Bar since 2020; Area of expertise: Real Estate.	\$450.00	\$475.00	104.70	\$48,402.50

<b>Name of Professional Person</b>	<b>Position of the Applicant; Date of Bar Admission; Area of Expertise</b>	<b>Hourly Billing Rate (2020)</b>	<b>Hourly Billing Rate (2021)</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Shira Peleg	Associate; Member of New York Bar since 2014, Member of New Jersey Bar since 2012; Area of expertise: Tax.	N/A	\$870.00	5.40	\$4,698.00
Cushla E. Talbut	Associate; Member of Florida Bar since 2014; Area of expertise: Real Estate.	\$455.00	N/A	6.70	\$3,048.50
Patrick Wu	Associate; Member of Texas Bar since 2020, Member of Georgia Bar since 2021; Area of expertise: Bankruptcy.	\$500.00	\$545.00	338.60	\$174,520.00
<b>Paralegals:</b>					
Sandy Bratton	Paralegal; Joined the firm in 2004.	\$375.00	N/A	31.70	\$11,887.50
Wendy Cathers	Paralegal; Joined the firm in 2019.	\$315.00	\$330.00	43.20	13,842.00
Noemi Romero	Paralegal; Joined the firm in 2000.	\$370.00	N/A	10.80	\$3,996.00
<b>Total:</b>				<b>3,079.60</b>	<b>\$2,353,932.00<sup>6</sup></b>
<b>Blended Rate:</b>	<b>\$764.36</b>				

<sup>6</sup> As referenced in footnote 2, Greenberg Traurig, LLP has voluntarily reduced its fees by \$1,020.50, and therefore is seeking approval of the reduced amount, or \$2,352,911.50, by this application.

**COMPENSATION BY PROJECT CATEGORY**  
**FINAL APPLICATION PERIOD**  
**NOVEMBER 9, 2020 THROUGH JUNE 30, 2021**

<b>Task Code</b>	<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
B800.803	Business Operations	26.30	\$27,631.00
B800.804	Case Administration	230	\$178,685.50
B800.805	Claims Administration & Objections	158.60	\$124,068.50
B800.806	Employee Benefits/Pensions	54.90	\$52,450.50
B800.807	Stay Relief	34.70	\$25,805.00
B800.809	Financing Matters & Cash Collateral	122.60	\$116,208.50
B800.810	Litigation Matters	131.30	\$81,352.50
B800.811	Creditor Committee Issues	12.50	\$9,211.00
B800.812	Plan & Disclosure Statement	308.40	\$258,959.50
B800.813	Fee/Employment Applications	243.50	\$160,937.00
B800.824	Preparation/Review Reports	22.70	\$15,625.50
B800.831	Creditors' Committee – General	9.90	\$7,301.00
B800.832	Creditor Inquiries	31.30	\$24,667.00
B800.833	Court Hearings	108.40	\$93,167.50
B800.834	General Corporate Matters	24.90	\$20,279.00
B800.835	Leases and Executory Contracts	455.10	\$300,303.50
B800.836	Schedules and Statements	86.80	\$50,821.50
B800.837	Utility Matters	34.60	\$24,087.00
B800.838	Sale of Property	840.80	\$679,121.50
B800.845	Tax Matters	21.70	\$21,976.00
B800.963	First Day Motions/Filings	68.90	\$46,806.00
B800.964	Second Day Motions	51.70	\$34,467.50
<b>Total:</b>		<b>3,079.60</b>	<b>\$2,353,932.00<sup>7</sup></b>

<sup>7</sup> As referenced in footnote 2, Greenberg Traurig, LLP has voluntarily reduced its fees by \$1,020.50, and therefore is seeking approval of the reduced amount, or \$2,352,911.50, by this application.

**EXPENSE SUMMARY**  
**FINAL APPLICATION PERIOD**  
**NOVEMBER 9, 2020 THROUGH JUNE 30, 2021**

<b>Expense Category</b>	<b>Service Provider (if applicable)</b>	<b>Total Expenses</b>
Conference Calls	American Teleconferencing Services, Ltd.	\$3.21
Court Fees	Court Call, LLC	\$1,314.00
Deposition/Court Reporters	Veritext LLC	\$355.90
Filing Fees	Michael A. Staab	\$7,501.52
Off-site Printing and Copying Charges	Reliable Copy Service Inc.	\$633.95
Postage	Sandra Proule	\$47.00
Professional & Legal	N/A	\$48.75
Service Company Charges	Reliable Copy Service Inc.	\$1,340.19
Transcript Charges	Reliable Copy Service Inc.	\$357.95
UPS Charges	United Parcel Service, Inc.	\$84.62
Information and Research	LexisNexis	\$4,243.45
<b>Total Disbursements:</b>		<b>\$15,930.54</b>



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

YOUFIT HEALTH CLUBS, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 20-12841 (MFW)

(Jointly Administered)

Objection Deadline: July 13, 2021 at 4:00 p.m. (ET)

Hearing Date: August 3, 2021 at 10:30 a.m. (ET)

**COMBINED SECOND INTERIM APPLICATION AND FINAL APPLICATION OF  
GREENBERG TRAURIG, LLP, COUNSEL TO THE DEBTORS,  
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM  
NOVEMBER 9, 2020 THROUGH JUNE 30, 2021**

Greenberg Traurig, LLP (“Greenberg Traurig”), counsel to the above-captioned debtors and debtors in possession (collectively, the “Debtors”), hereby submits its combined second interim application and final application (the “Application”) for compensation and reimbursement of expenses for (i) the interim period from March 1, 2021 through and including June 30, 2021 (the “Second Interim Period”), and (ii) the final period from November 9, 2020 through and including June 30, 2021 (the “Final Application Period”) pursuant to 11 U.S.C. §§ 330 and 331 (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-2 of the Local Rules of Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), and this Court’s *Administrative Order Establishing Procedures for Monthly, Interim, and Final Compensation and Reimbursement of Expenses of Professionals Retained in these Chapter 11 Cases* [Docket No.

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<sup>1</sup> The last four digits of YouFit Health Clubs, LLC’s tax identification number are 6607. Due to the large number of debtor entities in these chapter 11 cases, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the claims and noticing agent at [www.donlinrecano.com/yfhc](http://www.donlinrecano.com/yfhc). The mailing address for the debtor entities for purposes of these chapter 11 cases is: 1350 E. Newport Center Dr., Suite 110, Deerfield Beach, FL 33442.

202] (the “Compensation Procedures Order”).

By this Application, Greenberg Traurig seeks (i) interim allowance of compensation in the amount of \$481,469.00 and reimbursement of actual expenses in the amount of \$1,037.58 for an aggregate total of \$482,506.58 for the Second Interim Period, and (ii) final allowance of compensation in the amount of \$2,352,911.50 (this amount reflects a previously agreed reduction of \$1,020.50)<sup>2</sup> and reimbursement of actual expenses in the amount of \$15,930.54 for an aggregate total of \$2,368,842.04 for the Final Application Period in accordance with the Compensation Procedures Order. In support of the Application, Greenberg Traurig respectfully represents as follows:

### **BACKGROUND**

1. On November 9, 2020, each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (the “Petition Date”) thereby commencing the above-captioned chapter 11 cases (the “Chapter 11 Cases”).

2. The Chapter 11 Cases are being jointly administered for procedural purposes only, pursuant to the *Order Authorizing and Directing the Joint Administration of the Debtors’ Chapter 11 Cases for Procedural Purposes Only* [Docket No. 37] entered on November 10, 2020.

3. On November 14, 2020, the Debtors filed the *Application of the Debtors for Entry of an Order Authorizing the Employment and Retention of Greenberg Traurig, LLP as Counsel for the Debtors and Debtors in Possession, Nunc Pro Tunc to the Petition Date* [Docket No. 83].

4. On November 18, 2020, an official committee of unsecured creditors was appointed in the Chapter 11 Cases. No request has been made for the appointment of a trustee or examiner.

5. On December 3, 2020, the Court entered the Compensation Procedures Order.

6. On December 4, 2020, the Court entered the *Order Approving Application of the*

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<sup>2</sup> Docket No. 738 ¶¶ 3–4.

*Debtors for Entry of an Order Authorizing the Employment and Retention of Greenberg Traurig, LLP as Counsel for the Debtors and Debtors in Possession, Nunc Pro Tunc to the Petition Date* [Docket No. 226].

7. On December 18, 2020, the Debtors filed the *First Monthly Fee Application of Greenberg Traurig, LLP, Counsel to the Debtors, for Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the Period from November 9, 2020 Through November 30, 2020* [Docket No. 529]. On January 5, 2021, following the expiration of the 14-day objection period, the Debtors filed the *Certificate of No Objection to First Monthly Fee Application of Greenberg Traurig, LLP, Counsel to the Debtors, for Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the Period from November 9, 2020 Through November 30, 2020* [Docket No. 600].

8. On January 25, 2021, the Debtors filed the *Second Monthly Fee Application of Greenberg Traurig, LLP, Counsel to the Debtors, for Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the Period from December 1, 2020 Through December 31, 2020* [Docket No. 681]. On February 9, 2021, following the expiration of the 14-day objection period, the Debtors filed the *Certificate of No Objection to Second Monthly Fee Application of Greenberg Traurig, LLP, Counsel to the Debtors, for Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the Period from December 1, 2020 Through December 31, 2020* [Docket No. 738].<sup>3</sup>

9. On February 22, 2021, the Debtors filed the *Third Monthly Fee Application of Greenberg Traurig, LLP, Counsel to the Debtors, for Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the Period from January 1, 2021 Through January 31, 2021* [Docket No. 767]. On March 11, 2021, following the expiration of the 14-day

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<sup>3</sup> This certificate of no objection reflects an agreed reduction of \$1,020.50 from \$1,872,463.00. ¶¶ 3–4.

objection period, the Debtors filed the *Certificate of No Objection to Third Monthly Fee Application of Greenberg Traurig, LLP, Counsel to the Debtors, for Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the Period from January 1, 2021 Through January 31, 2021* [Docket No. 812].

10. On March 22, 2021, the Debtors filed the *Fourth Monthly Fee Application of Greenberg Traurig, LLP, Counsel to the Debtors, for Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the Period from February 1, 2021 Through February 28, 2021* [Docket No. 831]. On April 6, 2021, following the expiration of the 14-day objection period, the Debtors filed the *Certificate of No Objection to Fourth Monthly Fee Application of Greenberg Traurig, LLP, Counsel to the Debtors, for Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the Period from February 1, 2021 Through February 28, 2021* [Docket No. 852].

11. On April 23, 2021, Greenberg Traurig filed the *First Interim Fee Application of Greenberg Traurig, LLP, Counsel to the Debtors, for Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the Period from November 9, 2020 Through February 28, 2021* [Docket No. 873] (the “First Interim Fee Application”). On May 25, 2021, the Court entered the *Omnibus Order Approving Interim Fee Applications of Professionals* [Docket No. 923], which, among other things, approved the First Interim Fee Application.

12. On April 30, 2021, the Debtors filed the *Fifth Monthly Fee Application of Greenberg Traurig, LLP, Counsel to the Debtors, for Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the Period from March 1, 2021 Through March 31, 2021* [Docket No. 885]. On May 17, 2021, following the expiration of the 14-day objection period, the Debtors filed the *Certificate of No Objection to Fifth Monthly Fee Application of Greenberg Traurig, LLP, Counsel to the Debtors, for Allowance of Compensation for Services Rendered and*

*Reimbursement of Expenses for the Period from March 1, 2021 Through March 31, 2021* [Docket No. 908].

13. On June 11, 2021, the Debtors filed the *Sixth Monthly Fee Application of Greenberg Traurig, LLP, Counsel to the Debtors, for Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the Period from April 1, 2021 Through April 30, 2021* [Docket No. 943]. On June 28, 2021, following the expiration of the 14-day objection period, the Debtors filed the *Certificate of No Objection to Sixth Monthly Fee Application of Greenberg Traurig, LLP, Counsel to the Debtors, for Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the Period from April 1, 2021 Through April 30, 2021* [Docket No. 986].

14. On June 24, 2021, the Court entered the *Order Pursuant to 11 U.S.C. §§ 105(a), 305(a), 349, 363, 554, and 1112(b) and Fed. R. Bankr. P. 1017(a) and 6007; (A) Dismissing the Chapter 11 Cases and (B) Granting Related Relief* [Docket No. 966].

15. Greenberg Traurig responds to the following questions raised in the U.S. Trustee Program's *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* (the "U.S. Trustee Guidelines"):

Question	Yes	No	Additional Explanation or Clarification
Did Greenberg Traurig agree to any variations from, or alternatives to, Greenberg Traurig's standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.		X	N/A
If the fees sought in the Interim Fee Application as compared to the fees budgeted for the time period covered by the Interim Fee Application are higher by 10% or more, did Greenberg Traurig discuss the		X	N/A

Question	Yes	No	Additional Explanation or Clarification
reasons for the variation with the client?			
Have any of the professionals included in the Interim Fee Application varied their hourly rate based on geographic location of the bankruptcy case?		X	N/A
Does the Interim Fee Application include time for fees related to reviewing or revising time records or preparing, reviewing or revising invoices?		X	N/A
Does the Interim Fee Application include time for fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify hours and fees.		X	N/A
Does the Interim Fee Application include any rate increases since retention in these cases?	X		The application reflects regular yearly rate increases from 2020 to 2021, as detailed in the summary cover sheet.

*[Remainder of page intentionally left blank]*

**COMPENSATION PAID AND ITS SOURCE**

16. All services performed during the Application Period for which Greenberg Traurig is requesting compensation were performed for or on behalf of the Debtors.

17. As of the date of this Application, Greenberg Traurig has not received any payment or any promise of payment for the services rendered from anyone in any capacity, nor is there an agreement in place between Greenberg Traurig and any person or otherwise in connection with the matters in this Application.

**SUMMARY OF SERVICES RENDERED**

18. This Application is the combined second interim and final fee application filed by Greenberg Traurig in these Chapter 11 Cases. In connection with the professional services described below, by this Application, Greenberg Traurig seeks compensation in the amount of \$482,506.58 for the Second Interim Period (which includes Greenberg Traurig's fifth, sixth, and seventh monthly fee applications), and \$2,368,842.04 (this amount reflects a previously agreed reduction of \$1,020.50)<sup>4</sup> for the Final Application Period.

19. The majority of services rendered by Greenberg Traurig during the Final Application Period as counsel to the Debtors are summarized below. Moreover, each of the following are set forth in the invoices attached the first [Docket No. 529-1], second [Docket No. 681-1], third [Docket No. 767-1], fourth [Docket No. 831-1], fifth [Docket No. 855-1], and sixth [Docket No. 943-1] monthly fee applications,<sup>5</sup> which include: (i) a description of the Professional performing the services; (ii) the date the services were performed; (iii) a detailed description of the nature of the services and the related time expended; and (iv) a summary of the fees and hours of

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<sup>4</sup> Docket No. 738 ¶¶ 3–4.

<sup>5</sup> Greenberg Traurig will be filing a combined monthly fee application for the months of May and June 2021, which will include the invoice for May 1, 2021 through May 31, 2021 and the invoice for June 1, 2021 through June 30, 2021.

each Professional listed by project category (which applicable categories are set forth below). Summarily, Greenberg Traurig rendered the following services during the Application Period as counsel to the Debtors:

a) Business Operations (B800.803)

Fees: \$27,631.00 Hours: 26.30

This category includes services related to addressing certain of the Debtors' operational matters, including issues regarding the Debtors' billing services provided by ABC Financial, going forward insurance policies, and insurance.

b) Case Administration (B800.804)

Fees: \$178,685.50 Hours: 230.00

This category includes services related to the general administration of these cases, including correspondences Debtors and their advisors regarding various filings; updating and maintaining the case file; analyzing service and notice issues; working on the case timeline and calendars; preparation of various certificates of no objection and certifications of counsel; tracking pending objections; tax returns; closing reconciliations; merchant accounts; case dismissal matters; and wind down matters.

c) Claims Administration & Objections (B800.805)

Fees: \$124,068.50 Hours: 158.60

This category includes the preparation of the motion to establish bar dates and related papers; omnibus claims objections; and tracking, reviewing, and analyzing filed claims, particularly administrative, secured, and priority claims.

d) Employee Benefits/Pensions (B800.806)

Fees: \$52,450.50 Hours: 54.90

This category includes handling issues related to the bonuses for the Debtors' employees, including preparing a motion regarding such bonuses.



e) Stay Relief (B800.807)

Fees: \$25,805.00 Hours: 34.70

This category includes services related to the automatic stay and requests for stay relief, including analyzing and responding to stay relief motions and negotiating agreed resolutions of such motions.

f) Financing Matters & Cash Collateral (B800.809)

Fees: \$116,208.50 Hours: 112.60

This category involves services related to DIP financing matters, including the DIP financing motion, budgets, credit documents, and related orders; drafting a motion to amend the DIP and extend certain milestones; communication on DIP and other financing-related issues with the Debtors' DIP lenders, advisors, objecting parties, and other parties in interest; drafting further notices to extend the DIP maturity date; drafting a promissory note; and reconciliation issues.

g) Litigation Matters (B800.810)

Fees: \$81,352.50 Hours: 131.30

This category involves services related to pending litigation matters involving the Debtors including those in Arizona, Colorado, Florida, and Texas; the preparation and filing of suggestions of bankruptcy; class action lawsuits; and settlement matters.

h) Creditor Committee Issues (B800.811)

Fees: \$9,211.00 Hours: 12.50

This category involves services related to issues with the official committee of unsecured creditors including confidentiality issues and information requests.

i) Plan & Disclosure Statement (B800.812)

Fees: \$258,959.50 Hours: 308.40

This category includes services relating to the combined liquidating plan and disclosure statement; plan and solicitation process; liquidating trust agreement; confirmation brief; and case

dismissal.

j) Fee/Employment Applications (B800.813)

Fees: \$160,937.00 Hours: 243.50

This category includes services related to drafting, revising, and filing retention applications, retention orders, and monthly fee applications and statements for the Debtors' professionals; drafting and revising a motion to establish interim compensation procedures; related communications with the U.S. Trustee; preparing supplemental declarations for the retention orders; reviewing and filing declarations for the Debtors' ordinary course professionals; and drafting interim and final fee applications.

k) Preparation/Review Reports (B800.824)

Fees: \$15,625.50 Hours: 22.70

This category includes services related to preparing, drafting, reviewing, and filing the monthly operating reports and quarterly ordinary course professionals report; analyzing issues related to bankruptcy reporting obligations; and communications with the Debtors and financial advisors on related issues.

l) Creditors' Committee – General (B800.831)

Fees: \$7,301.00 Hours: 9.90

This category includes communications with the official committee of unsecured creditors regarding various case matters, including responding to information requests.

m) Creditor Inquiries (B800.832)

Fees: \$24,667.00 Hours: 31.30

This category involves responding to various creditor inquiries and information requests, including matters regarding the status of the bankruptcy cases such as the solicitation, confirmation, and case dismissal.

n) Court Hearings (B800.833)

Fees: \$93,167.50 Hours: 108.40

This category includes services related to drafting hearing agendas and notices; preparing for and attending the various court hearings, including the first day, bidding procedures, second day, sale, plan and disclosure statement, confirmation, case dismissal, and other omnibus hearings; and the preparation and submission of the related orders.

o) General Corporate Matters (B800.834)

Fees: \$20,279.00 Hours: 24.90

This category includes the analysis of general corporate matters, including issues related to non-competition agreements, insurance, the closing of the sale, the transition service agreement, the preparation of board resolutions, and other corporate governance issues.

p) Leases and Executory Contracts (B800.835)

Fees: \$300,303.50 Hours: 455.10

This category includes services and analysis related to lease rejections and amendments; reviewing underlying lease information; cure objections; adequate assurance information; communicating with landlords and other counterparties; drafting omnibus rejection motions; researching certain cure issues; contract lease assumptions and assignments; preparing related notices; and addressing other executory contracts and cure issues.

q) Schedules and Statements (B800.836)

Fees: \$50,821.50 Hours: 86.80

This category includes services related to preparing the Debtors' schedules of assets and liabilities and statements of financial affairs, including, without limitation, conferences with the Debtors and other professionals, and legal research and analysis related to the preparation of the schedules and statements.

r) Utility Matters (B800.837)

Fees: \$24,087.00 Hours: 34.60

This category includes services related to requests by utility providers for additional adequate assurance, objections to the utility motion, inquiries from utility providers, post-sale and post-closing utilities issues, and related correspondence with utility providers.

s) Sale of Property (B800.838)

Fees: \$679,121.50 Hours: 840.80

This category includes services related to the bidding procedures and sale motion; preparing a reply in support of the sale motion and in response to objections; revisions to the bidding procedures and sale order; the preparation and service of certain notices under the bidding procedures, including, for example, those to the members; resolving objections to the bidding procedures and sale motion; the preparation and service of the notice of potential assumption and assignment and the attached cure schedule; addressing the sales of certain de minimis assets; conferences with the Debtors and their advisors on sale issues; negotiations regarding the sale with parties in interest; preparing for the closing of the sale, including, for example, by drafting a transition services agreement, asset purchase agreement amendment, and supplemental sale order; engaging in negotiations regarding the sale with parties in interest; analyzing sale closing issues; performing other tasks related to the bidding and sale process; and closing reconciliation issues.

t) Tax Matters (B800.845)

Fees: \$21,976.00 Hours: 21.70

This category includes services related to preparing the interim and final tax motion and order; responding to taxing authorities regarding information requests; payroll tax issues; tax returns and liabilities; and addressing related tax issues, including, for example, tax credits under the CARES Act.

u) First Day Motions/Filings (B800.963)

Fees: \$46,806.00 Hours: 68.90

This category includes services related to finalizing and filing certain first day motions; conferences via phone and email with the Debtors and their advisors regarding first day filings; discussion with the U.S. Trustee regarding the first day motions; and making related revisions to the proposed first day orders.

v) Second Day Motions (B800.964)

Fees: \$34,467.50 Hours: 51.70

This category includes services related to finalizing and filing certain second day pleadings; conferences via phone and email with the Debtors and their advisors regarding second day pleadings; discussion with the U.S. Trustee regarding the second day pleadings; making related revisions to the proposed second day orders; and preparing certificates of no objection and certifications of counsel for the various second day pleadings.

**SUMMARY OF EXPENSES**

20. During (i) the Second Interim Period, Greenberg Traurig incurred or disbursed actual and necessary costs and expenses related to these Chapter 11 Cases in the aggregate amount of \$1,037.58, and (ii) the Final Application Period, Greenberg Traurig incurred or disbursed actual and necessary costs and expenses related to these Chapter 11 Cases in the aggregate amount of \$15,930.54. The expenses incurred include filing fees, Court Call charges for telephonic appearances, research charges, copying and service charges, and postage fees. A detailed description of the necessary costs and expenses incurred by Greenberg Traurig is attached as exhibits to the first [Docket No. 592-2], second [Docket No. 681-2], third [Docket No. 767-1], fourth [Docket No. 831-2], fifth [Docket No. 885-2], sixth [Docket No. 943-2], and forthcoming combined seventh and eighth monthly fee application.

21. Pursuant to Local Rule 2016-2, Greenberg Traurig represents as follows with regard to its charges for actual and necessary costs and expenses incurred during the Application Period:

- a. Copy Charges were \$.10 per page, which charge is reasonable and customary in the legal industry and represents the costs of copy material, acquisition, maintenance, storage and operation of copy machines, together with a margin for recovery of related expenditures. In addition, Greenberg Traurig often utilizes outside copier services for high volume projects, and this Application seeks the recovery of those costs, if applicable;
- b. Incoming facsimiles are not billed;
- c. Out-going facsimiles are billed at the rate of \$0.25 per page. The cost represents operator time, maintaining several dedicated facsimile telephone lines, supplies and equipment, and includes a margin for recovery of related expenditures;
- d. Toll telephone charges are not billed; and
- e. Computer assisted legal research charges are billed at actual costs.

### **VALUATION OF SERVICES**

Greenberg Traurig expended a total of 3,079.60 hours in connection with this matter during the Final Application Period. The nature of the work performed by the Professionals is detailed in the exhibits of the first [Docket No. 529-1], second [Docket No. 681-1], third [Docket No. 767-1], fourth [Docket No. 831-1], fifth [Docket No. 855-1], sixth [Docket No. 943-1] and forthcoming combined seventh and eighth monthly fee applications. The hourly rates contained therein are Greenberg Traurig's normal hourly rates for work of this character.

22. In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, the amounts requested herein for compensation and expense reimbursement are fair and reasonable given (a) the complexity of these cases, (b) the time expended by the attorneys and

paraprofessionals at Greenberg Traurig, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

23. Greenberg Traurig hereby certifies that (i) it has reviewed the requirements of Local Rule 2016-2 and (ii) this Application complies with such rule.

24. Greenberg Traurig has provided a copy of this Application to the Notice Parties (as defined in the Compensation Procedures Order).

### **CONCLUSION**

WHEREFORE, Greenberg Traurig respectfully requests that: (a) it be allowed compensation in the amount of \$481,469.00 for professional services rendered and reimbursement of expenses in the amount of \$1,037.58 for the Second Interim Period; (b) it be allowed compensation in the amount of \$2,352,911.50 (this amount reflects a previously agreed reduction of \$1,020.50)<sup>6</sup> for professional services rendered and reimbursement of expenses in the amount of \$15,930.54 for the Final Application Period; (c) the Court authorize the Debtors to pay Greenberg any unpaid portion for the Final Application Period on a final basis; and (d) the Court grant such other and further relief deemed appropriate under the circumstances.

*[Signature page follows]*

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<sup>6</sup> Docket No. 738 ¶¶ 3–4.

Dated: July 6, 2021  
Wilmington, Delaware

Respectfully submitted,

**GREENBERG TRAURIG, LLP**

/s/ Dennis A. Meloro

Dennis A. Meloro (DE Bar No. 4435)  
The Nemours Building  
1007 North Orange Street, Suite 1200  
Wilmington, Delaware 19801  
Telephone: (302) 661-7000  
Email: melorod@gtlaw.com

- and -

Nancy A. Peterman (admitted *pro hac vice*)  
Eric Howe (admitted *pro hac vice*)  
Nicholas E. Ballen (admitted *pro hac vice*)  
77 West Wacker Dr., Suite 3100  
Chicago, Illinois 60601  
Telephone: (312) 456-8400  
Facsimile: (312) 456-8435  
Email: petermann@gtlaw.com  
howee@gtlaw.com  
ballenn@gtlaw.com

*Counsel for the Debtors and Debtors in Possession*



**EXHIBITS A – C**

PLEASE TAKE NOTICE that in compliance with the U.S. Trustee Program’s *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* (the “U.S. Trustee Guidelines”), attached hereto as **Exhibit A** is a copy of the budget and staffing plan agreed to between the above-captioned debtors and debtors in possession and Greenberg Traurig, LLP (“Greenberg Traurig”) for March 1, 2021 through June 30, 2021 (the “Second Interim Period”). A chart comparing the total hours spent and the hours budgeted for each task code for the Second Interim Period is attached hereto as **Exhibit B**.

PLEASE TAKE FURTHER NOTICE that attached hereto as **Exhibit C** is Greenberg Traurig’s customary and comparable compensation disclosures.

*[Signature Page Follows]*

Dated: July 6, 2021  
Wilmington, Delaware

Respectfully submitted,

**GREENBERG TRAURIG, LLP**

/s/ Dennis A. Meloro

Dennis A. Meloro (DE Bar No. 4435)  
The Nemours Building  
1007 North Orange Street, Suite 1200  
Wilmington, Delaware 19801  
Telephone: (302) 661-7000  
Email: melorod@gtlaw.com

- and -

Nancy A. Peterman (admitted *pro hac vice*)  
Eric Howe (admitted *pro hac vice*)  
Nicholas E. Ballen (admitted *pro hac vice*)  
77 West Wacker Dr., Suite 3100  
Chicago, Illinois 60601  
Telephone: (312) 456-8400  
Facsimile: (312) 456-8435  
Email: petermann@gtlaw.com  
howee@gtlaw.com  
ballenn@gtlaw.com

*Counsel for the Debtors and Debtors in  
Possession*